

**INDEX TO THE BY-LAWS OF
THE ONTARIO CHAMBER OF COMMERCE**

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**BY-LAWS OF THE
ONTARIO CHAMBER OF COMMERCE (the “OCC”)**

1. GENERAL

- 1.1 The Ontario Chamber of Commerce (the “OCC”) was incorporated as a non-profit corporation without share capital under letters patent dated May 17, 1973 issued under the *Corporations Act* (Ontario).
- 1.2 The fiscal year of the OCC shall commence on the first day of January and shall end on thirty-first day of December each year.
- 1.3 The By-laws of the OCC may be amended at any duly authorized meeting of the Membership by 2/3rds of the votes cast by Voting Representatives present at such meeting, provided that minimum notice of the amendment has been given to all Members entitled to attend and vote at such meeting.
- 1.4 Words which imply gender shall be interpreted to mean either or both genders.

2. INTERPRETATION

- 2.1 “Chamber/Board” shall mean a Chamber of Commerce and/or a Board of Trade situated in the Province of Ontario.
 - 2.1.1 “Notice” shall mean notice in writing, distributed by mail, fax or electronic mail.
 - 2.1.2 “Preside” shall mean in person, electronically, or by conference call.
- 2.2 “Member” shall mean a Chamber/Board or Business which has met all financial requirements and other commitments that may be required to become and remain a member of the OCC.
- 2.3 “Chair” shall mean the duly elected Chair of the Board of Directors of the OCC.
- 2.4 “Voting Representative” shall mean a duly appointed representative of the Member in good standing of the OCC.
- 2.5 “Vice-Chair” shall mean the duly elected Officer other than the Chair, Past-Chair or Treasurer, of the OCC.
- 2.6 “OCC” shall mean the Ontario Chamber of Commerce.
 - 2.6.1 “CEO” shall mean the Chamber Executives of Ontario.
- 2.7 “Officer” shall mean one of the following: Chair, Past Chair, President, First Vice-Chair, Second Vice-Chair and Treasurer.

- 2.8 “Policy Advocates” shall mean persons duly appointed by the Board of Directors to monitor and report on policy issues of interest to the OCC.
- 2.9 “President and CEO” shall mean the duly appointed President of the OCC. The President shall be the Chief Executive Officer of the OCC.
- 2.10 “Secretary” shall mean the duly appointed Secretary of the OCC.
- 2.11 “Treasurer” shall mean the duly elected Treasurer of the OCC.

3. **PRINCIPLES OF THE OCC**

- 3.1 The OCC shall be a federation of community-based Chambers/Boards in the Province of Ontario.
- 3.2 The OCC shall be comprised of members, a Board of Directors, Officers, duly appointed committees, policy advocates and staff.
- 3.3 The OCC shall not endorse any political party.
- 3.4 The offices of the OCC shall be situated in the capital city of the Province of Ontario.

4. **OBJECTIVES OF THE OCC**

- 4.1 To foster a successful business climate as the “Voice of Business in Ontario”.
- 4.2 To influence government on behalf of business in a positive, visible and consistent manner.
- 4.3 To strengthen the Chamber and Board of Trade network.
- 4.4 To provide assistance to our members through consultation, access to information, representing their views, and other programs geared to their needs.
- 4.5 To recognize excellence in achieving business success, and chamber success.

5. **OFFICERS**

- 5.1 The following provisions shall apply for Officers of the OCC.
- 5.2 Officers other than the Past Chair shall be Directors.
- 5.3 No Officer shall be elected for more than 2 consecutive terms to the same office. This rule shall not apply to the President.
- 5.4 Officers shall be elected for a 1 year term or appointed to complete a term if necessary. This rule shall not apply to the President.

5.5 Officers, other than the Past Chair and the President, shall be elected by the Board of Directors at their first meeting following their election in each year to at least the following positions:

5.5.1 Chair;

5.5.2 Treasurer;

5.5.3 Vice-Chairs (minimum of two; maximum of three).

5.6 Upon a Chair being elected by the Board of Directors, the former Chair, if a different person, shall become the Past Chair.

5.7 The Treasurer may be the same person as a Vice-Chair.

5.8 In the event that an elected Officer cannot complete his or her term of office, the Board of Directors may appoint a person to complete such term of office.

6. **PRESIDENT AND SECRETARY**

6.1 The following individuals shall be appointed by and serve at the pleasure of the Board of Directors:

6.1.1 President; and

6.1.2 Secretary.

6.2 The President and the Secretary of the OCC may be the same person.

7. **BOARD OF DIRECTORS**

7.1 A minimum of 12 Directors and maximum of 20 Directors (the “Elected Directors”) shall be elected by the Voting Representatives from its Members, each Elected Director having a 2 year term.

7.1.A In addition, up to five (5) additional Directors (“Additional Directors”) may be elected as Directors by the Board of Directors at their first meeting following their election in each year. For this purpose only, the Board of Directors shall be deemed to be a separate class of member of the OCC specifically empowered to elect the Additional Directors. The term of the office of an Additional Director shall commence on his or her election and end at the next following annual general meeting of the Membership.

7.2 One half of the Elected Directors shall have terms of office terminating in even numbered years and one half of the Elected Directors shall have terms of office terminating in odd numbered years.

7.3 The Past Chair may be a Director during his or her term of office.

- 7.4 The Board of Directors may appoint ex-officio non-voting Directors to the Board of Directors to represent policy committees/advocates and other organizations such as the CEO.
- 7.5 The Board of Directors shall in its discretion invite committee chairs, policy advocates and representatives of any other organization such as CEO, as advisers, to attend meetings of the Board of Directors, or an appropriate portion of any such meeting. Specific invitations must be issued by the Chair.
- 7.6 A Director may be removed by the affirmative votes of 2/3rds of the Directors at a special meeting, notice of which was given to all Members in accordance with the calling of such meetings specifying the intention to pass such a resolution and upon such resolution being enacted, the Director shall immediately cease to hold office.
- 7.7 A Director shall automatically cease to hold office if he or she misses 3 regularly called and constituted consecutive meetings of the Board of Directors without, in the opinion of the Chair, a reasonable excuse.
- 7.8 An Elected Director once elected may not serve more than 4 consecutive 2 year terms, but such person after a least 1 year of not being an elected Director, shall be eligible for election as an elected Director once again.

8. VOTING REPRESENTATIVE

- 8.1 Each Chamber/Board in good standing may appoint one person as a Voting Representative by written notice to the Secretary of the OCC. This appointment is made at the pleasure of the Chamber/Board who appointed the Voting Representative and is valid until revocation thereof is given in writing to the Secretary of the OCC by such Chamber/Board.
- 8.2 Voting Representatives whether appointed or elected, shall be subject to the following qualifications:
 - 8.2.1 Each Voting Representative shall be a member of a Chamber/Board in good standing or a representative of a corporate member or a representative of an association member or an individual member.
 - 8.2.2 No Voting Representative shall be an employee of the OCC or of a Chamber/Board.
 - 8.2.3 No Voting Representative shall be a direct full-time employee of the Government of Ontario, or a regional or municipal government in Ontario, or of any of their agencies, crown corporations, boards or commissions.
- 8.3 A Voting Representative may be appointed by more than one Chamber/Board and shall have 1 vote for each such appointing Chamber/Board.

9. COMMITTEES, POLICY ADVOCATES AND TASK FORCES

- 9.1 There shall be 2 standing committees of the Board of Directors, namely, the Executive Committee and the Nominating Committee.
- 9.2 The Board of Directors may create any other committees, policy advocates and task forces for such purposes and consisting of such members as the Directors think fit.
 - 9.2.1 Each such committee, task force, and each policy advocate shall make timely recommendations to the Board of Directors in respect to the subject matter on which the committee, policy advocate and task force was asked to advise.
 - 9.2.2 The Board of Directors shall take into consideration but shall not be bound by, the recommendations of any such committee, policy advocate and task force.
- 9.3 The chair of each committee, task force, and each policy advocate, unless otherwise set out in this By-law, shall be appointed by and serve at the pleasure of the Board of Directors.
 - 9.3.1 The members of a committee or task force may meet and adjourn as they think proper.
 - 9.3.2 Questions shall be determined by a majority of those members of a committee or task force.
- 9.4 There shall be an Executive Committee elected by the Board of Directors each year at the first meeting following the election of Directors at the annual general meeting of the Membership.
 - 9.4.1 The Executive Committee shall consist of the Officers of the OCC.
 - 9.4.2 The Chair shall be the chair of the Executive Committee.
 - 9.4.3 The Executive Committee shall exercise such powers as are delegated to it by the Board of Directors.
- 9.5 There shall be a Nominating Committee elected by the Board of Directors.
 - 9.5.1 The Nominating Committee shall consist of the Chair, the Past Chair, and a Vice-Chair, and;
 - 9.5.1.1 Three appointed Members who are not Directors and who will not be standing for election as Elected Directors in the year following their election to the Nominating Committee and;

9.5.1.2 May include 2 Elected Directors who are not standing for re-election as an Elected Director in the year following their election to the Nominating Committee and;

9.5.1.3 The President shall be an ex-officio member.

9.5.2 The Chair shall be the chair of the Nominating Committee.

9.6 Meetings of the Executive Committee and the Nominating Committee shall be held at any time and place to be determined by the Chair, or if he or she consents, the members thereof.

9.6.1 A minimum of 72 hours notice for each meeting shall be sent in writing to each committee member by means other than mail. Notice by mail shall be sent at least 10 days prior to a planned meeting.

9.6.2 A majority of members of the Executive Committee or the Nominating Committee present in person shall constitute a quorum, provided that among those present is the Chair or a Vice-Chair.

10. MEMBERSHIPS

10.1 Membership may be granted to any Chamber/Board situated in the Province of Ontario, so long as they are in compliance with the Boards of Trade Act, Part 1, subsection 3.2.

10.2 Individual memberships may be granted to individuals who are associated with the business or professional life of the Province of Ontario, and persons directly or indirectly engaged or interested in trade or commerce, or in the progress and welfare of the Province of Ontario.

10.3 Corporate memberships may be granted to a corporation, firm, or a business entity which carries on business in the Province of Ontario.

10.4 Association memberships may be granted to associations and/or affinity groups who are associated with business and which carry on business in the Province of Ontario.

10.5 The following are conditions of membership in the OCC:

10.5.1 All new memberships are subject to review by the Board of Directors of the OCC.

10.5.2 Original and continued membership is conditional on payment of the prescribed fees and acceptance of the By-laws of the OCC. Notwithstanding the foregoing, in special circumstances and for a defined and short period of time not exceeding 3 years, the Board of Directors may

agree to special fee arrangements with a Chamber/Board enabling it to remain during that interim period a member in good standing of the OCC.

10.5.3 The Board of Directors of the OCC may remove members from the rolls for failure to meet the requirements above or for dishonourable conduct or acting in a manner as to bring discredit or in a manner detrimental to the OCC.

10.6 No political party may be a member of the OCC.

11. **OPERATING PROCEDURES**

11.1 The Membership shall be the overall policy direction setting group of the OCC and shall set priorities for it regarding an agenda for business in the Province of Ontario.

11.2 A quorum for any meeting of:

11.2.1 the Membership shall be a minimum of 10 Voting Representatives representing 25 member Chamber/Boards;

11.2.2 the Board of Directors shall be a majority of the Directors.

11.3 A meeting of the Members shall be called by the Secretary of the OCC on not less than 10 days notice, such notice specifying the time and place of the meeting and the nature of the business to be discussed.

11.3.1 At least 1 meeting of the Members shall be held in each calendar year and it shall be known as the annual general meeting of the Members. The annual general meeting of the Members shall be held no later than June 30 in each year at a time and place to be determined by the Board of Directors.

11.4 At the annual general meeting of the Members, the following business shall be transacted:

11.4.1 The financial statements and the report of the auditors for the immediately preceding financial year of the OCC shall be received and, if appropriate, approved;

11.4.2 The report of the Nominating Committee shall be received and Elected Directors shall be elected based on the report and based on other nominations, if any;

11.4.3 Reports from other committees, the Chair and the President shall be received;

11.4.4 The auditors shall be appointed; and

- 11.4.5 Such other business shall be transacted as shall properly come before the meeting.
- 11.5 At the annual general meeting:
- 11.5.1 Nominations for Elected Directors shall be completed separately for 2 year terms and 1 year terms.
- 11.5.2 All Members shall then elect the elected Directors with separate votes for 2 year terms and 1 year terms if applicable;
- 11.5.3 Upon the elected Directors being elected, the annual general meeting of the Membership shall be temporarily adjourned while these Directors elected meet to: (i) first, elect the Officers of the OCC for the ensuing year; and (ii) second, as a separate class of member of the OCC, elect up to 4 Additional Directors.
- 11.5.4 Upon the election of the Officers, the Chair shall return to and reconvene the annual general meeting of the Membership and advise the Members of the names of the Officers of the OCC for the ensuing year and the names of the Additional Directors, if any.
- 11.6 At all meetings of the Members, the Chair shall preside. Every Member shall have 1 vote for each member he or she represents. In the case of equality of votes, the Chair shall have a second or casting vote.
- 11.7 Meetings of Members may be petitioned by a majority of members of the Board of Directors or by Members representing at a minimum 25 Chambers/Boards in good standing. The reason or reasons for such meeting shall be communicated in writing to the Secretary of the OCC, who shall thereupon call the requisite meeting in accordance with these By-laws.
- 11.8 Every Member in good standing represented at any General Meeting shall be entitled to one vote which shall be cast by its delegate especially accredited for that purpose. A Member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of Members, in the manner to the extent authorized by the proxy. A proxyholder must be a Member and an accredited delegate.

12. **NOMINATIONS AND ELECTIONS**

- 12.1 The Nominating Committee shall ensure that there is a full slate of qualified candidates for all positions to be elected by the Members.
- 12.1.1 In recommending qualified candidates, the Nominating Committee shall use published guidelines approved from time to time by the Members, with input from Members of the OCC.

- 12.1.2 The guidelines shall be available at no cost to any member of the OCC who or which requests the same. The Chair shall ensure that upon his or her appointment to the Nominating Committee, each member of the Nominating Committee receives a copy of the latest version of the guidelines.
- 12.2 The Nominating Committee shall consider nominees submitted by any member of the OCC and encourage the submission of names of any qualified candidate.
- 12.3 The Chair of the Nominating Committee shall report to the Board of Directors at least 30 days prior to the annual general meeting of the Members thereafter.
 - 12.3.1 The Nominating Committee's Report shall include the names of the candidates, proposed by the Nominating Committee, with a brief biography of each, for Members, Directors to be elected and Officers of the OCC.
 - 12.3.2 The Nominating Committee's Report shall show which nominees for Director to be elected shall serve a 2 year term and which nominees shall serve a 1 year term.
 - 12.3.3 The Nominating Committee's Report shall be circulated by the Secretary to the members and the membership of the OCC within 5 days of receipt.
- 12.4 Additional nominations for Directors to be elected should be submitted to the Secretary at least 10 days prior to the date of the annual general meeting of the Membership and must include a brief biography.
- 12.5 For election of Elected Directors, a majority vote shall be sufficient. If there is a tie for one or more positions as an Elected Director to be elected, additional ballots shall be taken for those positions until the tie(s) is/are resolved or there is no change in the balloting. If there are still one or more tied votes, deciding votes shall be cast by the Chair or in a manner decided by the Chair.

13. **MEETINGS**

- 13.1 At all meetings of the OCC and its committees any dispute in procedure shall be resolved by reference to "Robert's Rules of Order (Revised)".
- 13.2 If a designated chair of a meeting is not present, the chair shall be a Vice-Chair, or failing him or her being present, then the Chair of the meeting shall be selected from and by those present.
- 13.3 Unless otherwise specified in these By-laws:
 - 13.3.1 meetings of the Board of Directors may be convened on 72 hours notice;
or

13.3.2 meetings of the Members may be convened on 10 days notice; or

13.3.3 meetings of committees may be convened on such notice as considered appropriate, but in no event less than 48 hours written/electronic notice.

13.3.4 The Secretary shall call any meeting by sending written notice of same specifying the time, place and agenda for the meeting. The Secretary shall also circulate with the notice written material or a summary of material or the subject to be discussed at the meeting.

13.4 The accidental omission to give any requisite person notice, or the non-receipt of any notice or materials by any such person or any error in such notice not affecting its substance, shall not invalidate the calling of the meeting nor any action taken at any meeting held pursuant to that notice or otherwise founded on it.

14. THE PAST CHAIR

14.1 The Past Chair of the Board of Directors shall exercise such authority and perform such duties as the Board of Directors, from time to time, may require.

15. THE CHAIR

15.1 The Chair shall preside over meetings of the Membership, Board of Directors, the Executive Committee and the Nominating Committee.

15.2 Unless otherwise designated in these By-laws, the Chair shall be an ex-officio member of all committees of the OCC.

16. THE TREASURER

16.1 The Treasurer shall keep, or cause to be kept, full and accurate books of account in which shall be recorded all revenues and expenditures of the OCC.

16.2 The Treasurer shall direct the investment of moneys, the safe keeping of securities and the deposit of funds as may be directed by the Board of Directors.

16.3 The Treasurer shall present to all appropriate meetings of the OCC the most recent financial statements showing the financial results and the financial position of the OCC.

16.4 The Treasurer shall present to the annual general meeting of the Membership with an audited statement of the financial results and financial position of the OCC at the previous year end.

17. **VICE-CHAIRS**

17.1 One of the three Vice-Chairs upon election by the Board of Directors shall have the authority to assume the responsibilities of the Chair and/or the Past Chair if either is unable or unwilling to fulfill his or her duties.

18. **THE BOARD OF DIRECTORS**

18.1 The Board of Directors shall oversee the day-to-day operations of the OCC.

18.2 The Board of Directors shall implement policies of the OCC consistent with the broad policy directives of the Members.

18.3 The Board of Directors shall appoint individuals to fill Officer positions vacated during a term of office and vacancies in positions of Directors who were elected among the Board of Directors. A Director so appointed shall serve until the next election of Directors, and at that election, a Director shall be elected to replace such a Director and complete the remaining term, if any, of the Director who ceased to hold office.

18.4 The Board of Directors shall appoint the President and the Secretary, and may appoint any other staff as needed to be employed in the day-to-day operations of the OCC.

18.5 At each meeting of the Board of Directors, the President and the staff shall not be present for at least a portion of the meeting. Immediately after any such meeting, the Chair or chair of the meeting shall meet with the President to advise him or her of the nature of the discussions at such portion of the meeting of the Board where the President and the staff were not present.

19. **EFFECTIVE DATE**

19.1 These By-laws were adopted by the Board of Directors at their meeting on April 25, 2000 and were confirmed by the General Council at its annual general meeting held on May 4, 2000 in Kingston, Ontario.

19.2 Amendments were adopted by the Board of Directors at their meeting on February 20, 2003 and confirmed by the Governing Council at its annual general meeting held on May 2, 2003.

19.3 Further amendments were adopted by the Board of Directors at their meeting on March 16, 2006 and confirmed by the Members at the annual general meeting held on May 5, 2006.